

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

BARBARA BROWN, derivatively on behalf
of ANADARKO PETROLEUM
CORPORATION and OCCIDENTAL
PETROLEUM CORPORATION,

Plaintiff,

v.

R.A. WALKER, ROBERT G. GWIN,
ROBERT P. DANIELS, ERNEST A.
LEYENDECKER, ANTHONY R. CHASE,
DAVID CONSTABLE, PAULETT
EBERHART, PETER J. FLUOR, JOSEPH W.
GORDER, JOHN R. GORDON, SEAN
GOURLEY, MARK MCKINLEY and ERIC
D. MULLINS,

Defendants,

– and –

ANADARKO PETROLEUM
CORPORATION and OCCIDENTAL
PETROLEUM CORPORATION,

Nominal Defendants.

Case No. 1:20-cv-470-RGA

STIPULATION AND [PROPOSED] ORDER

WHEREAS, the Complaint in this action (the “Derivative Action”) was filed on April 3, 2020, and nominal defendants Occidental Petroleum Corporation and Anadarko Petroleum Corporation (together, the “Nominal Defendants”) were served on April 6, 2020;

WHEREAS, Counsel for Nominal Defendants have accepted service on behalf of all Individual Defendants¹;

WHEREAS, a securities class action styled *Georgia Firefighters' Pension Fund v. Anadarko Petroleum Corp., et al.*, No. 4:20-cv-576 (S.D. Tex.) (Atlas, J.) (the "Securities Class Action") was filed on February 19, 2020 and is currently pending before the U.S. District Court for the Southern District of Texas, Houston Division;

WHEREAS, pursuant to Fed. R. Civ. P. 12, the Nominal Defendants' time to answer or otherwise respond to the Complaint in this Derivative Action is currently April 27, 2020;

WHEREAS, the Securities Class Action and this Derivative Action contain overlapping allegations, assert overlapping claims and name some of the same defendants; and

WHEREAS, in light of the similarities between this Derivative Action and the earlier-filed Securities Class Action, to conserve the parties' and judicial resources, the parties to this Derivative Action agree that all proceedings and deadlines in this Derivative Action, including discovery and Defendants'² obligation to answer or respond to the Complaint, should be stayed pending resolution of a forthcoming motion to dismiss the complaint in the Securities Class Action;

IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the undersigned parties to this Derivative Action, as follows:

¹ "Individual Defendants" means R.A. Walker, Robert G. Gwin, Robert P. Daniels, Ernest A. Leyendecker, Anthony R. Chase, David Constable, Paulett Eberhart, Peter J. Fluor, Joseph W. Gorder, John R. Gordon, Sean Gourley, Mark McKinley and Eric D. Mullins.

² "Defendants" means the Individual Defendants and the Nominal Defendants.

1. All proceedings and deadlines in this Derivative Action, including the filing of pleadings, motion practice and any discovery, shall be stayed pending resolution of the forthcoming motion to dismiss the complaint in the Securities Class Action;

2. Subject to applicable federal or local rules, any party to this Derivative Action may cause the stay to be lifted upon thirty (30) days' written notice via email to the undersigned counsel;

3. Counsel for the Nominal Defendants in this Derivative Action agree to promptly notify counsel for Plaintiff if any other derivative action is served on any of the Defendants based on the same or substantially similar facts as those in the Complaint in this Derivative Action (a "Substantially Similar Derivative Action");

4. Counsel for Nominal Defendants in this Derivative Action further agree to promptly notify counsel for Plaintiff if the plaintiff in any Substantially Similar Derivative Action declines to agree to a stay of proceedings of at least the same duration as the stay established through this Stipulation and Order or if contested motion practice begins;

5. Counsel for Nominal Defendants in this Derivative Action further agree not to oppose including Plaintiff in any mediation of the Securities Class Action or any Substantially Similar Derivative Action; in the event that any other party opposes including Plaintiff in said mediation, counsel for Nominal Defendants agree to hold a mediation with counsel for Plaintiff at or about the same time;

6. Counsel for Nominal Defendants in this Derivative Action further agree, during the pendency of the stay, to promptly provide Plaintiff with the same discovery, if any, provided to plaintiffs in the Securities Class Action, as well as the same documents, if any, produced in a Substantially Similar Derivative Action or to a shareholder who makes a books and records

demand based on the same or substantially similar facts as those in the Complaint in this Derivative Action;

7. Plaintiff may amend her complaint during the stay;
8. Defendants expressly preserve, and do not waive, any and all rights, defenses and objections in this Derivative Action and any other matter, including but not limited to failure to adequately plead demand futility and

9. Plaintiff expressly preserves, and does not waive, any and all rights and claims.

IT IS SO ORDERED:

Dated: _____

Hon. Richard G. Andrews
United States District Judge

STIPULATED TO AND APPROVED BY:

April 27, 2020

**PHILLIPS, GOLDMAN, MCLAUGHLIN RICHARDS, LAYTON & FINGER, P.A.
& HALL, P.A.**

/s/ Megan C. Haney

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